

RECORDATION NO. 23204 - FILED

FEB 01 '06

11-09 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 1, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease and Assignment Agreement, dated as of January 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which is being filed with the Board under Recordation Number 23204.

The name and address of the party to the enclosed document are:

Lessor: Fifth Third Leasing Company
Fifth Third Center
Cincinnati, Ohio 45263

[Lessee: Norfolk Southern Railway Company
110 Franklin Road, S.E.
Roanoke, Virginia 24042]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

19 Locomotives: NS 5510 – NS 5515, NS 5519 – NS 5520, NS 5522 – NS 5524, NS 5530, NS 5532, NS 5539 – NS 5541 and NS 5547 – NS 5549.

A short summary of the document to appear in the index is:

Termination of Lease and Assignment Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT

THIS TERMINATION OF LEASE AND ASSIGNMENT AGREEMENT (Termination) dated as of January 31, 2006 is made by The Fifth Third Leasing Company ("FTLC"), as successor-in-interest to M&T Credit Services, LLC (successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank) ("M&T"), which for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby terminate those certain (I) Equipment Schedules No. 3, 4, 5, 7, 9, 16 and 19 to that certain Equipment Lease Agreement dated as of October 25, 2000, each between FTLC (as assignee of First Union Rail Corporation ("FURC")) and Norfolk Southern Railway Company ("NS") (collectively, the "FTLC Equipment Lease"), (II) Assignment and Assumption Agreement dated as of March 15, 2001 between M&T and FURC pursuant to which FURC assigned to M&T its right, title and interest in and to the FTLC Equipment Lease (the "FURC Assignment Agreement"), and (III) Assignment Agreement dated as of September 28, 2001 between M&T and FTLC pursuant to which M&T assigned to FTLC its right, title and interest in and to the FTLC Equipment Lease (the "FTLC Assignment Agreement"), and release and discharge the security interest held by it in respect of that equipment placed under the FTLC Equipment Lease and assigned to FTLC pursuant to the FURC Assignment Agreement and the FTLC Assignment Agreement, bearing the road numbers as set forth on Schedule 1 hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefore (collectively, the "FTLC Equipment").

FTLC hereby acknowledges and confirms the following:

- A. Memoranda of Lease providing public notice that the FTLC Equipment Lease was duly recorded with the Surface Transportation Board under the Recordation Number 23204.
- B. Memoranda of Partial Assignment of Equipment Lease providing public notice that the FURC Assignment Agreement was duly recorded with the Surface Transportation Board under Recordation Number 23204.
- C. Memoranda of Assignment of Schedule to Equipment Lease Agreement providing public notice that the FTLC Assignment Agreement was duly recorded with the Surface Transportation Board under Recordation Number 23204.
- D. FTLC wishes to show for public record the termination of the FTLC Equipment Lease, the FURC Assignment Agreement, and the FTLC Assignment Agreement, and the release of its security interest in the FTLC Equipment as evidenced by filings with the Surface Transportation Board under Recordation Number 23204 and all secondary documents related to the FTLC Equipment filed under Recordation Numbers 23204-A through 23204-BEEEEEEEE, and accordingly has caused this Termination to be executed by its officers thereunto duly authorized, as of the date first above written.

Notwithstanding any contrary provision of this Termination, this Termination shall not impair or terminate the rights and obligations of the parties under the above referenced documents which by their terms survive termination.

IN WITNESS WHEREOF, The Fifth Third Leasing Company has caused this Termination to be executed as of the first date herein above written.

THE FIFTH THIRD LEASING COMPANY

By [Signature] AVP
Name: Richard P. Steimer
Title: Asst. Vice President

STATE OF _____)
) ss:
COUNTY OF _____)

The foregoing Termination of Lease was acknowledged before me, the undersigned Notary Public, in the County of Hamilton this 31st day of January, 2006 by Richard Steimer as AVP of The Fifth Third Leasing Company, a _____ corporation.

[Signature]
Notary Public

My commission expires: _____

KAREN WAYMEYER
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 11-25-07



Schedule 1

Schedule of Equipment

	Manufacturer:	Model:	Type:	Serial Number:	Locomotive Number:
1	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-35	NS 5510
2	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-1	NS 5511
3	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-2	NS 5512
4	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-05	NS 5513
5	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-122	NS 5514
6	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-11	NS 5515
7	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-70	NS 5519
8	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-16	NS 5520
9	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7307-26	NS 5522
10	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-17	NS 5523
11	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-46	NS 5524
12	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7326-14	NS 5530
13	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-7	NS 5532
14	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-27	NS 5539
15	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5778-8	NS 5540
16	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5775-19	NS 5541
17	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	5744-22	NS 5547
18	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-67	NS 5548
19	EMD	GP-38-2	2000 H.P., 4 axle, Locomotive	7240-42	NS 5549

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: February 1, 2006



Robert W. Alvord